

- B. Provide detailed description of cost savings expected to be realized as a result of the merger, and an explanation of what portion of these savings could not possibly be achieved absent the merger.**
- C. Describe other efficiencies that are expected to occur as a result of the merger, and that could not be achieved without the merger.**

New EchoStar will achieve significant cost savings and other efficiencies through the elimination of duplicative functions and by offering a superior product attainable only through the proposed merger. These significant efficiencies will allow more competitive DBS pricing to the benefit of MVPD consumers.

After combining, the Applicants expect to realize approximately [Redacted] of synergies on a Net Present Value (“NPV”) basis.¹⁴ The Applicants expect that approximately [Redacted] of the total NPV synergies, will be achieved through reducing subscriber acquisition, programming, and administrative costs, and capital expenditures, as well as reducing subscriber churn.

New EchoStar will incur lower subscriber acquisition costs than would either firm standing alone, due in large part to the benefits of an expanded subscriber base. First, a subscriber base of about [Redacted],¹⁵ ultimately reaching over [Redacted] within five years, combined with a unified platform, would allow New EchoStar to obtain volume discounts otherwise unavailable to EchoStar or DIRECTV from equipment manufacturers and suppliers. .

Second, the combined entity would be able to consolidate marketing and advertising expenditures, avoiding duplication of efforts and targeting advertising and marketing activities more effectively. Instead of EchoStar and DIRECTV each purchasing a full page advertisement in a local newspaper aimed at current cable subscribers, for example, New EchoStar would buy only one such advertisement to reach the same consumers.

Third, New EchoStar would reduce subscriber acquisition costs by increasing the efficiency of existing retail distribution channels. The products and offerings of New EchoStar will be significantly improved, including through the provision of VOD, interactive services, additional HDTV, broadband, and access to an increased breadth of programming. Because this will lead to increased sales to retailers, not only of DBS equipment but of complementary products like HDTV sets, retailers will receive more benefits from DBS, and thus will have greater incentives to affiliate with and promote DBS.

Also, the merger will allow standardization of currently incompatible DBS technology. This will both reduce manufacturing costs due to increased volumes and more

¹⁴ All NPV amounts are calculated using a discount rate of 10% and a terminal value multiple of 14.

¹⁵ This number includes approximately 1.9 million households served by NRTC Members and Affiliates.

efficient manufacturing, and facilitate the incorporation of DBS technology into digital televisions by companies such as Thomson Consumer Electronics (RCA) and Sony, eliminating the cost and burden of a separate decoder set-top box. Incorporation of DBS technology into television sets will even more dramatically reduce manufacturing, marketing and distribution costs. Incorporation of DBS technology into television sets will also reduce the barriers to consumer acceptance to DBS by reducing the consumer's need for separate equipment purchases and by increasing familiarity with the DBS product. As a result, consumer electronics manufacturers and retailers will have increased incentives to affiliate with and promote DBS. At the same time they will reduce their handling and inventory costs – and their need to devote resources to separate sales and educational efforts for what many consumers now perceive as a complex and difficult to understand product. (Only this merger will result in significant rationalization and expansion of HDTV programming and equipment sales.)

In addition, the merger will accelerate the process through which DBS technology becomes more broadly accepted and ubiquitous (the merger will do this, among other ways, through the commitment to provide local coverage in all DMAs). By making the DBS product more ubiquitous and desirable, the merger will thereby accelerate the market maturation process. As more and more consumers come to understand the benefits of this once unfamiliar product, the costs incurred in educating them about the product are reduced.

All these merger-related factors will allow New EchoStar to expand practices that the Applicants have already successfully begun, appealing to consumers directly with low-priced offers while reducing its total subscriber acquisition costs for items that do not directly benefit consumers. A good example of this is the "I Like 9" program, which allowed EchoStar to offer consumers, both directly and through its retailers, a very attractively priced basic programming package for \$9 a month for the first year (with similar discounts for higher level packages) while at the same time reducing its total subscriber acquisition costs. By increasing the appeal and visibility of the DBS product, the merger will allow continued and increased focus on direct sales channels and other retail channels that will help to ensure provision of high value to consumers.

Programming costs to New EchoStar are expected to drop by about [Redacted]. The combined subscriber base will allow New EchoStar to invoke volume discounts under existing programming contracts currently unavailable to each DBS company standing alone. Also, the combined companies will be able to secure terms akin to those obtained by cable operators, who historically have received more favorable pricing, advertising, and other terms from programmers than have DBS operators.

By combining their operations, EchoStar and Hughes would eliminate or rationalize many overlapping functions. Broadcast operations could be consolidated. Backhaul from local receive facilities, currently duplicated in each of the local markets served by EchoStar and DIRECTV, could be combined. Administrative functions such as human resources, billing and customer service, finance, legal and information technology infrastructure could be streamlined and rationalized. Installation and service vehicle fleets could be consolidated. Similarly, New EchoStar's capital expenditures, such as for satellites and launch vehicles, would drop as a result of the merger because of more efficient utilization over a larger subscriber base.

Finally, subscriber churn will decline because of the cornucopia of attractive new services that the merger will make possible, combined with the more competitive prices that New EchoStar will be able to charge. Customers who ordinarily would have dropped EchoStar or DIRECTV service to return to cable would be more likely to remain satisfied customers. Specifically, New EchoStar will be able to offer consumers in all 210 DMAs the option of local broadcast channels, along with increased high definition and niche programming, Video on Demand, pay-per-view, and competitive broadband service offerings at attractive prices. This significant, qualitative improvement in DBS service would make DBS a more attractive product than it is today, increasing subscriber loyalty.

**Approximate NPV of Cost Savings
Synergies**

[Redacted]

Regarding other efficiencies, the Applicants estimate approximately **[Redacted]** billion of the NPV synergies, will be achieved through significant revenue opportunities due to merger-generated service improvements. These enhanced revenues would represent consumers' resounding endorsement of an effective alternative to cable and the pent up demand for quality MVPD service, local broadcast channels, effective broadband alternatives, and additional content sources and applications. EchoStar and Hughes estimate that the merger-specific service enhancements will produce roughly **[Redacted]** incremental subscribers over five years than both companies would have acquired during the same period absent the merger. Only through merging will EchoStar and Hughes be able to offer local broadcast signals in every market together with enhanced HDTV, Video on Demand, pay-per-view, and high-quality, attractively priced broadband. These service improvements will stem the churning of DBS customers to cable and elsewhere, and increase the rate at which New EchoStar will attract new subscribers to DBS. The resulting gains in subscribership ("subscriber lift") will result in very substantial net revenue gains for the new company.

Moreover, New EchoStar will be better positioned than either DIRECTV or EchoStar is today to reap additional revenues from advertising sales and interactive applications. Through its significantly increased subscriber base, New EchoStar will be better able to obtain more minutes per hour of advertising time to sell on the open market. The interactive applications made possible by the merger's enhanced spectrum efficiencies also will introduce new revenue streams, such as transactional fees on "television-commerce," fees for games and other applications, and advertising on interactive program guides. Broadband also will generate incremental revenues and its attractiveness to consumers will help reduce churn, as described above. Neither company standing alone could achieve the requisite subscriber base and efficiencies to offer a price competitive broadband service. The revenue synergies expected to flow from the merger are shown in the following chart.

**Approximate NPV of Revenue
Synergies
(dollars)**

[Redacted]

The estimated cost reductions and revenue enhancements outlined above have been developed in the course of the transition and implementation planning process that has occurred to date, and are the best estimates at this time.

XV. Marketing & Econometric Studies And Analyses

A. Provide all marketing surveys and studies conducted by or contracted for by the parties, including:

- 1. Analyses, assessments, or considerations of marketing strategies, including pricing, promotions, programming, advertising, and customer targeting strategies (including targeting of the customers of a competing DBS supplier, customers of cable operators, customers of other MVPDs, and customers who have never subscribed to either DBS or cable services).**
- 2. All analyses, assessments, or considerations of the most desirable customers, and sales and marketing strategies to acquire and retain them.**
- 3. Assessments of the extent to which consumers explore both the available cable and DBS (and C band) options when choosing an MVPD service.**
- 4. Analyses, assessments, or considerations of competitors, including an assessment of their strengths and weaknesses.**

Applicants are responding to this document request separately from this response.

B. Provide any studies, analyses, assessments, or considerations that analyze any plans for additional capacity or capacity expansion with regard to DBS, broadband, or other services.

Applicants are responding to this document request separately from this response.

C. Provide all econometric analyses conducted by or contracted for by the parties, including, but not limited to:

1. DBS Services

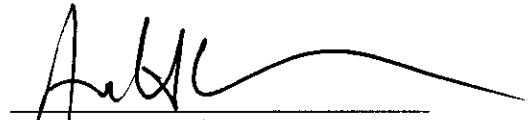
- a. Estimates of the demand function for DBS services.**
- b. Estimates of the own price elasticity of demand for DBS services.**
- c. Estimates of the cross-price elasticity of demand between EchoStar and DirecTV's DBS services.**
- d. Estimates of the cross-price elasticity of demand between DBS and cable services.**

2. MVPD Market in General

Estimates of the effect of the merger on the MVPD market, including on the ability of smaller overbuilders to enter local markets and the ability of the merged entity to compete with large cable operators.

Applicants are responding to this document request separately from this response.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'G. Epstein', written over a horizontal line.

Gary M. Epstein
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John P. Janka
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*Counsel for Hughes Electronics Corporation, and
General Motors Corporation*

cc: Marcia Gluberman
Linda Senecal

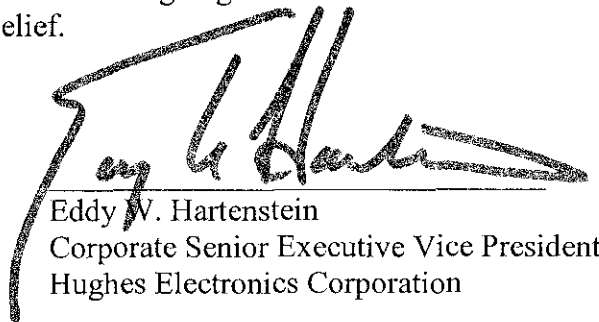
DECLARATION OF EDDY W. HARTENSTEIN

I, Eddy W. Hartenstein, hereby declare as follows:

1. I am Corporate Senior Executive Vice President for Hughes Electronics Corporation ("Hughes"). As such, I am familiar with the operations of the Hughes-owned satellite businesses, including the multichannel video programming distribution operations of DIRECTV, Inc., and the satellite broadband service operations of Hughes Network Systems.

2. I have reviewed the foregoing responses to questions posed by the Federal Communications Commission. The facts set forth therein are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information and belief.



Eddy W. Hartenstein
Corporate Senior Executive Vice President
Hughes Electronics Corporation

March 18, 2002

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Schedule III.A.

TOP RETAILERS BY UNITS ACTIVATED

SCHEDULE III.A
TOP RETAILERS BY UNITS ACTIVATED

REDACTED -
FOR PUBLIC INSPECTION

Top 20 DirecTV Retailers by Units Activated - 2001

Business Name	2001 All Activations	Account Type	Sales Region	City	State
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REDACTED - FOR PUBLIC INSPECTION

Schedule III.B.1

DBS DISTRIBUTION AGREEMENT

[Redacted for Public Inspection]

Bates Range: FCC1C000000008 – FCC1C000000337

Schedule III.B.1

DBS DISTRIBUTION AGREEMENT

3

Schedule III.B.2

NRTC Subscriber Accounts by State, County and Zip Code

SCHEDULE III.B.2.
NRTC Subscriber Accounts
by State, County and Zip Code

NRTC Subscriber Accounts by State, ZIP Code and County

State	ZIP Code	Name of County	Number of Accounts
-------	----------	----------------	--------------------

Schedule III.B.2 listing the number of NRTC subscriber accounts by state, zip code and county is provided to the DOJ under separate cover.

4

4

Schedule IV.A.

Current Program Tiers of Video Service for the Continental U.S. and Alaska

Current Program Tiers of Video Service for the Continental US and Alaska						
Satellite Programming:	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
General Interest	37	37	29	35	35	27
A&E	Yes	Yes	Yes	Yes	Yes	Yes
Animal Planet	Yes	Yes	Yes	Yes	Yes	Yes
Biography Channel	Yes	Yes		Yes	Yes	
BET	Yes	Yes	Yes	Yes	Yes	Yes
Comedy Central	Yes	Yes	Yes	Yes	Yes	Yes
Court TV	Yes	Yes	Yes	Yes	Yes	Yes
Discovery Channel	Yes	Yes	Yes	Yes	Yes	Yes
Discovery Civilization	Yes	Yes		Yes	Yes	
Discovery Health	Yes	Yes	Yes			
Discovery Home & Leisure	Yes	Yes		Yes	Yes	
Discovery Science	Yes	Yes		Yes	Yes	
Discovery Wings	Yes	Yes		Yes	Yes	
Do It Yourself	Yes	Yes		Yes	Yes	
E! Entertainment	Yes	Yes	Yes	Yes	Yes	Yes
Food Network	Yes	Yes	Yes	Yes	Yes	Yes
FX	Yes	Yes	Yes	Yes	Yes	Yes
Game Show Network	Yes	Yes	Yes	Yes	Yes	Yes
The Health Network	Yes	Yes	Yes	Yes	Yes	Yes
The History Channel	Yes	Yes	Yes	Yes	Yes	Yes
History International	Yes	Yes		Yes	Yes	
HGTV	Yes	Yes	Yes	Yes	Yes	Yes
Home Shopping Network	Yes	Yes	Yes	Yes	Yes	Yes
Lifetime	Yes	Yes	Yes	Yes	Yes	Yes
NASA Television	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
National Geographic	Yes	Yes	Yes	Yes	Yes	Yes
The National Network	Yes	Yes	Yes	Yes	Yes	Yes
Oxygen	Yes	Yes	Yes	Yes	Yes	Yes
QVC	Yes	Yes	Yes	Yes	Yes	Yes
Sci-Fi Channel	Yes	Yes	Yes	Yes	Yes	Yes
Shop At Home				Yes	Yes	Yes
ShopNBC	Yes	Yes	Yes	Yes	Yes	Yes
SoapNet	Yes	Yes		Yes	Yes	
TNT	Yes	Yes	Yes	Yes	Yes	Yes
TechTV	Yes	Yes	Yes			
The Travel Channel	Yes	Yes	Yes	Yes	Yes	Yes
USA Network	Yes	Yes	Yes	Yes	Yes	Yes
Women's Entertainment	Yes	Yes	Yes	Yes	Yes	Yes
Family/Children's	12	12	9	12	12	9
Boomerang	Yes	Yes		ESP	ESP	
Cartoon Network	Yes	Yes	Yes	ESP	ESP	ESP
Discovery Kids	Yes	Yes		Yes	Yes	
Disney Channel	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³
ABC Family Channel	Yes	Yes	Yes	Yes	Yes	Yes
Nickelodeon	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³
Nick At Nite's TV Land	Yes	Yes	Yes	Yes	Yes	Yes
Noggin	Yes	Yes	Yes	Yes	Yes	Yes
PBS Kids	Yes	Yes		Yes	Yes	
Toon Disney	Yes	Yes	Yes	ESP	ESP	ESP
Religious	5	5	5	5	5	5
Church Channel	Yes	Yes	Yes	Yes	Yes	Yes
Inspirational Life	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
Hallmark Channel	Yes	Yes	Yes	Yes	Yes	Yes
Trinity Broadcasting Network	Yes	Yes	Yes	Yes	Yes	Yes
The Word	Yes	Yes	Yes	Yes	Yes	Yes
Movies	38	6	6	36	4	4
AMC	Yes	Yes	Yes	Yes	Yes	Yes
Bravo	Yes	Yes	Yes	Yes	Yes	Yes
Cinemax	Yes ³			Yes ³		
Encore	Yes ³			Yes ³		
Encore Action	Yes			Yes		
Encore Love Stories	Yes			Yes		
Encore Mystery	Yes			Yes		
Encore True Stories	Yes			Yes		
Encore Westerns	Yes			Yes		
WAM!	Yes			Yes		
FLIX	Yes			Yes		
FxM	Yes	Yes	Yes			
HBO	Yes ³			Yes ³		

Current Program Tiers of Video Service for the Continental US and Alaska						
Satellite Programming:	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
HBO HDTV	Yes			Yes		
HBO Plus	Yes ³			Yes ³		
HBO Signature	Yes			Yes		
HBO Family	Yes ³			Yes ³		
Independent Film Channel	Yes	Yes	Yes	Yes	Yes	Yes
Lifetime Movie Network	Yes	Yes	Yes			
MoreMax	Yes			Yes		
Movie Channel	Yes ³			Yes ³		
Playboy TV	\$15.99	\$15.99	\$15.99	\$15.99	\$15.99	\$15.99
Playboy PPV	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.
Showtime	Yes ³			Yes ³		
Showtime Too	Yes			Yes		
Showtime Showcase	Yes			Yes		
Showtime Extreme	Yes			Yes		
Starz! (w/Dolby AC-3)	Yes ³			Yes ³		
Black Starz!	Yes			Yes		
Starz! Theater	Yes			Yes		
Sundance Channel	Yes			Yes		
Turner Classic Movies (TCM)	Yes	Yes	Yes	Yes	Yes	Yes
Number of PPV channels	50	50	50	50	50	50
PPV Movie cost	\$3.99	\$3.99	\$3.99	\$3.99	\$3.99	\$3.99
Music	42	42	36	40	40	34
Country Music Television	Yes	Yes	Yes	Yes	Yes	Yes
MTV	Yes	Yes	Yes	Yes	Yes	Yes
MTV 2	Yes	Yes	Yes	Yes	Yes	Yes
Much Music	Yes	Yes	Yes			
VH1	Yes	Yes	Yes			
VH1 Classic	Yes	Yes		Yes	Yes	
Audio Music Channels	36 Ch	36 Ch	31 Ch	36 Ch	36 Ch	31 Ch
Broadcast/Superstations	3	3	3	3	3	3
KABC (ABC)	R	R	R	R	R	R
KCBS (CBS)	R	R	R	R	R	R
KNBC (NBC)	R	R	R	R	R	R
KTTV (FOX)	R	R	R	R	R	R
PAX TV	Yes	Yes	Yes			
PBS (Network)	R	R	R	R	R	R
WABC (ABC)	R	R	R	R	R	R
WCBS (CBS)	R	R	R	R	R	R
WGN	Yes	Yes	Yes			
WNBC (NBC)	R	R	R	R	R	R
WNYW (FOX)	R	R	R	R	R	R
TBS Superstation	Yes	Yes	Yes	Yes	Yes	Yes
Educational	6	6	6	6	6	6
BYU TV	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
DayStar	Yes	Yes	Yes	Yes	Yes	Yes
Learning Channel (TLC)	Yes	Yes	Yes	Yes	Yes	Yes
PBS You	Yes	Yes	Yes	Yes	Yes	Yes
StarNet	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
WorldLink TV	Yes	Yes	Yes	Yes	Yes	Yes
News and Information	11	11	11	7	7	7
All News Channel	Yes	Yes	Yes			
Bloomberg	Yes	Yes	Yes	Yes	Yes	Yes
CNBC	Yes	Yes	Yes			
CNN	Yes	Yes	Yes	Yes	Yes	Yes
CNNfn/International	Yes	Yes	Yes			
C-SPAN	Yes	Yes	Yes	Yes	Yes	Yes
C-SPAN2	Yes	Yes	Yes	Yes	Yes	Yes
FOX News Channel	Yes	Yes	Yes			
Headline News	Yes	Yes	Yes	Yes	Yes	Yes
MSNBC	Yes	Yes	Yes	Yes	Yes	Yes
The Weather Channel	Yes	Yes	Yes	Yes	Yes	Yes
International	5	5	5	31	30	30
BBC America	Yes	Yes	Yes			
El Canal del Tiempo				Yes	Yes	Yes
Cine Latino				Yes	Yes	Yes
Claravisión				Yes*	Yes*	Yes*
CNN Español				Yes	Yes	Yes
Discovery en Español				Yes	Yes	Yes
EWTN Español				Yes*	Yes*	Yes*

Current Program Tiers of Video Service for the Continental US and Alaska						
Satellite Programming:	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
General Interest	37	37	29	35	35	27
A&E	Yes	Yes	Yes	Yes	Yes	Yes
Animal Planet	Yes	Yes	Yes	Yes	Yes	Yes
Biography Channel	Yes	Yes		Yes	Yes	
BET	Yes	Yes	Yes	Yes	Yes	Yes
Comedy Central	Yes	Yes	Yes	Yes	Yes	Yes
Court TV	Yes	Yes	Yes	Yes	Yes	Yes
Discovery Channel	Yes	Yes	Yes	Yes	Yes	Yes
Discovery Civilization	Yes	Yes		Yes	Yes	
Discovery Health	Yes	Yes	Yes			
Discovery Home & Leisure	Yes	Yes		Yes	Yes	
Discovery Science	Yes	Yes		Yes	Yes	
Discovery Wings	Yes	Yes		Yes	Yes	
Do It Yourself	Yes	Yes		Yes	Yes	
E! Entertainment	Yes	Yes	Yes	Yes	Yes	Yes
Food Network	Yes	Yes	Yes	Yes	Yes	Yes
FX	Yes	Yes	Yes	Yes	Yes	Yes
Game Show Network	Yes	Yes	Yes	Yes	Yes	Yes
The Health Network	Yes	Yes	Yes	Yes	Yes	Yes
The History Channel	Yes	Yes	Yes	Yes	Yes	Yes
History International	Yes	Yes		Yes	Yes	
HGTV	Yes	Yes	Yes	Yes	Yes	Yes
Home Shopping Network	Yes	Yes	Yes	Yes	Yes	Yes
Lifetime	Yes	Yes	Yes	Yes	Yes	Yes
NASA Television	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
National Geographic	Yes	Yes	Yes	Yes	Yes	Yes
The National Network	Yes	Yes	Yes	Yes	Yes	Yes
Oxygen	Yes	Yes	Yes	Yes	Yes	Yes
QVC	Yes	Yes	Yes	Yes	Yes	Yes
Sci-Fi Channel	Yes	Yes	Yes	Yes	Yes	Yes
Shop At Home				Yes	Yes	Yes
ShopNBC	Yes	Yes	Yes	Yes	Yes	Yes
SoapNet	Yes	Yes		Yes	Yes	
TNT	Yes	Yes	Yes	Yes	Yes	Yes
TechTV	Yes	Yes	Yes			
The Travel Channel	Yes	Yes	Yes	Yes	Yes	Yes
USA Network	Yes	Yes	Yes	Yes	Yes	Yes
Women's Entertainment	Yes	Yes	Yes	Yes	Yes	Yes
Family/Children's	12	12	9	12	12	9
Boomerang	Yes	Yes		ESP	ESP	
Cartoon Network	Yes	Yes	Yes	ESP	ESP	ESP
Discovery Kids	Yes	Yes		Yes	Yes	
Disney Channel	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³
ABC Family Channel	Yes	Yes	Yes	Yes	Yes	Yes
Nickelodeon	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³
Nick At Nite's TV Land	Yes	Yes	Yes	Yes	Yes	Yes
Noggin	Yes	Yes	Yes	Yes	Yes	Yes
PBS Kids	Yes	Yes		Yes	Yes	
Toon Disney	Yes	Yes	Yes	ESP	ESP	ESP
Religious	5	5	5	5	5	5
Church Channel	Yes	Yes	Yes	Yes	Yes	Yes
Inspirational Life	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
Hallmark Channel	Yes	Yes	Yes	Yes	Yes	Yes
Trinity Broadcasting Network	Yes	Yes	Yes	Yes	Yes	Yes
The Word	Yes	Yes	Yes	Yes	Yes	Yes
Movies	38	6	6	36	4	4
AMC	Yes	Yes	Yes	Yes	Yes	Yes
Bravo	Yes	Yes	Yes	Yes	Yes	Yes
Cinemax	Yes ³			Yes ³		
Encore	Yes ³			Yes ³		
Encore Action	Yes			Yes		
Encore Love Stories	Yes			Yes		
Encore Mystery	Yes			Yes		
Encore True Stories	Yes			Yes		
Encore Westerns	Yes			Yes		
WAM!	Yes			Yes		
FLIX	Yes			Yes		
FxM	Yes	Yes	Yes			
HBO	Yes ³			Yes ³		

Current Program Tiers of Video Service for the Continental US and Alaska						
Satellite Programming:	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
HBO HDTV	Yes			Yes		
HBO Plus	Yes ³			Yes ³		
HBO Signature	Yes			Yes		
HBO Family	Yes ³			Yes ³		
Independent Film Channel	Yes	Yes	Yes	Yes	Yes	Yes
Lifetime Movie Network	Yes	Yes	Yes			
MoreMax	Yes			Yes		
Movie Channel	Yes ³			Yes ³		
Playboy TV	\$15.99	\$15.99	\$15.99	\$15.99	\$15.99	\$15.99
Playboy PPV	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.	\$7.99 ea.
Showtime	Yes ³			Yes ³		
Showtime Too	Yes			Yes		
Showtime Showcase	Yes			Yes		
Showtime Extreme	Yes			Yes		
Starz! (w/Dolby AC-3)	Yes ³			Yes ³		
Black Starz!	Yes			Yes		
Starz! Theater	Yes			Yes		
Sundance Channel	Yes			Yes		
Turner Classic Movies (TCM)	Yes	Yes	Yes	Yes	Yes	Yes
Number of PPV channels	50	50	50	50	50	50
PPV Movie cost	\$3.99	\$3.99	\$3.99	\$3.99	\$3.99	\$3.99
Music	42	42	36	40	40	34
Country Music Television	Yes	Yes	Yes	Yes	Yes	Yes
MTV	Yes	Yes	Yes	Yes	Yes	Yes
MTV 2	Yes	Yes	Yes	Yes	Yes	Yes
Much Music	Yes	Yes	Yes			
VH1	Yes	Yes	Yes			
VH1 Classic	Yes	Yes		Yes	Yes	
Audio Music Channels	36 Ch	36 Ch	31 Ch	36 Ch	36 Ch	31 Ch
Broadcast/Superstations	3	3	3	3	3	3
KABC (ABC)	R	R	R	R	R	R
KCBS (CBS)	R	R	R	R	R	R
KNBC (NBC)	R	R	R	R	R	R
KTTV (FOX)	R	R	R	R	R	R
PAX TV	Yes	Yes	Yes			
PBS (Network)	R	R	R	R	R	R
WABC (ABC)	R	R	R	R	R	R
WCBS (CBS)	R	R	R	R	R	R
WGN	Yes	Yes	Yes			
WNBC (NBC)	R	R	R	R	R	R
WNYW (FOX)	R	R	R	R	R	R
TBS Superstation	Yes	Yes	Yes	Yes	Yes	Yes
Educational	6	6	6	6	6	6
BYU TV	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
DayStar	Yes	Yes	Yes	Yes	Yes	Yes
Learning Channel (TLC)	Yes	Yes	Yes	Yes	Yes	Yes
PBS You	Yes	Yes	Yes	Yes	Yes	Yes
StarNet	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
WorldLink TV	Yes	Yes	Yes	Yes	Yes	Yes
News and Information	11	11	11	7	7	7
All News Channel	Yes	Yes	Yes			
Bloomberg	Yes	Yes	Yes	Yes	Yes	Yes
CNBC	Yes	Yes	Yes			
CNN	Yes	Yes	Yes	Yes	Yes	Yes
CNNfn/International	Yes	Yes	Yes			
C-SPAN	Yes	Yes	Yes	Yes	Yes	Yes
C-SPAN2	Yes	Yes	Yes	Yes	Yes	Yes
FOX News Channel	Yes	Yes	Yes			
Headline News	Yes	Yes	Yes	Yes	Yes	Yes
MSNBC	Yes	Yes	Yes	Yes	Yes	Yes
The Weather Channel	Yes	Yes	Yes	Yes	Yes	Yes
International	5	5	5	31	30	30
BBC America	Yes	Yes	Yes			
El Canal del Tiempo				Yes	Yes	Yes
Cine Latino				Yes	Yes	Yes
Claravisión				Yes*	Yes*	Yes*
CNN Español				Yes	Yes	Yes
Discovery en Español				Yes	Yes	Yes
EWTN Español				Yes*	Yes*	Yes*

Current Program Tiers of Video Service for the Continental US and Alaska						
Satellite Programming:	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV	DIRECTV
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
Fox Sports World Español				Yes	Yes	Yes
Galavision (Spanish)	Yes	Yes	Yes	Yes	Yes	Yes
mun2 (formerly GEMS)				Yes	Yes	Yes
HBO Latino				Yes		
MTV-Espanol				Yes	Yes	Yes
Newsworld International	Yes	Yes	Yes	Yes	Yes	Yes
Phoenix (Chinese)	\$19.99/mo.	\$19.99/mo.	\$19.99/mo.	\$19.99/mo.	\$19.99/mo.	\$19.99/mo.
Puma TV				Yes	Yes	Yes
SUR (Spanish)				Yes	Yes	Yes
Telefe International (Spanish)				Yes	Yes	Yes
Telemundo (Spanish)				Yes ³	Yes ³	Yes ³
Telemundo Internacional				Yes	Yes	Yes
Television Espanola Internacional				Yes	Yes	Yes
Trio (Canada)	Yes	Yes	Yes	Yes	Yes	Yes
TV Chile				Yes	Yes	Yes
Utilísima (Spanish)				Yes	Yes	Yes
Univision (Spanish)	Yes	Yes	Yes	Yes ³	Yes ³	Yes ³
Spanish music channels (#)				7 Ch	7 Ch	7 Ch
Sports	34	9	9	31	6	6
CNN ^{SI}	Yes	Yes	Yes			
ESPN	Yes	Yes	Yes	Yes	Yes	Yes
ESPN Classic	Yes	Yes	Yes			
ESPN2	Yes	Yes	Yes	Yes	Yes	Yes
ESPNEWS	Yes	Yes	Yes	Yes	Yes	Yes
ESPN Full Court	pricing na	pricing na	pricing na	pricing na	pricing na	pricing na
ESPN Gameplan	\$99	\$99	\$99	\$99	\$99	\$99
Fox Sports World	Yes			Yes		
Golf Channel	Yes			Yes		
MLB Extra Innings	\$139	\$139	\$139	\$139	\$139	\$139
MLS/ESPN Shootout	pricing na	pricing na	pricing na	pricing na	pricing na	pricing na
NBA League Pass	\$179	\$179	\$179	\$179	\$179	\$179
NBA.com TV	Yes			Yes		
NFL Sunday Ticket	pricing na	pricing na	pricing na	pricing na	pricing na	pricing na
NHL Center Ice	\$149	\$149	\$149	\$149	\$149	\$149
Outdoor Life	Yes	Yes	Yes	Yes	Yes	Yes
Primary regional sports network†	Yes**	Yes**	Yes**	Yes**	Yes**	Yes**
23 out-of-market RSNs‡	Yes**			Yes**		
Speedvision	Yes	Yes	Yes	Yes	Yes	Yes
Turner South†	Yes	Yes	Yes			
WNBA Season Pass	pricing na	pricing na	pricing na	pricing na	pricing na	pricing na
Total Number of Channels Available. Not including PPV, local or a la carte.	193	136	119	204	146	129
** YES will be added to the RSNs lineup on 3/19/02.						
1 - Add \$4.99 for each additional receiver						
2 - Shared channel (broadcast part-time)						
3 - Both east and west feeds						
* - May require "Plus" dish and receiver						
† - Available only in select markets.						
‡ - Comcast SportsNet Philadelphia not available. Fox Sports West 2 on DirecTV only. Subject to regional blackout rules.						
A - Buy 1st premium \$12/mo; 2nd premium \$10; 3rd premium \$9/mo.; 4th premium \$8/mo; 5th premium \$7/mo.						
R - Complete package, \$6.67; single affiliates, \$1.17 ea.						
Y - Sports Pack, \$10.00						
Pricing and listings current as of 1/30/02. All prices are per month unless otherwise stated.						
Package content, pricing and availability may vary in Hawaii or NRTC areas.						
Eligibility to receive distant network affiliates subject to terms of the SHVIA.						
"Pricing na" indicated that the programming has not yet been priced for 2002.						